

2550 Golf Road
Rolling Meadows, IL 60008

Telephone: 312/640-7000

EVANS / **EVANS RAILCAR**
PRODUCTS COMPANY
LEASING COMPANY
DIVISION

8857-A

RECORDATION NO. **8857 A** Filed 14th

OCT 5 1984 10 24 AM 1984

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D.C.

No. **OCT 5 1984**

Date

Fee \$ **10.00**

Dear Secretary:

ICC Washington, D. C.

Pursuant to 49 U.S.C. § 11303 and the rules and regulations promulgated thereunder, as amended, we hand you herewith for filing three fully executed counterparts of that certain First Amendment to Security Agreement dated as of September 10, 1984. The parties to the First Amendment are:

AK

Debtor: Evans Railcar Leasing Company
The East Tower, #1000
2550 Golf Road
Rolling Meadows, IL 60008

Secured Party: Continental Illinois National
Bank and Trust Company
of Chicago
231 South LaSalle Street
Chicago, IL 60697

A description of the equipment covered by the First Amendment is attached hereto as Exhibit A.

The enclosed First Amendment relates to that certain Security Agreement dated as of June 1, 1977 and recorded with the Interstate Commerce commission on June 10, 1977 as ICC Recordation No. 8857. Accordingly, we request that the First Amendment be filed as a subfiling under that number.

Enclosed herewith is a check in the amount of \$10.00 in payment of the applicable recording fees.

MOTOR OPERATING UNIT

OCT 5 10 25 AM '84

THE SECRETARY
ICC OFFICE OF

Interstate Commerce Commission
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Since these documents are being delivered to you by hand, we would appreciate it if you would return to the bearer the duly stamped counterparts of the First Amendment not required to be kept by you, or, if it is not possible to return them to the bearer, send them to: Mr. Gerald E. Beatty, Rosenthal and Schanfield, 55 East Monroe, #4620, Chicago, Illinois 60603

Very truly yours,

EVANS RAILCAR LEASING
COMPANY


Assistant Secretary

enclosures

EXHIBIT A

COLLATERAL LISTING
CM(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 9

FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-00	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26277	76/06/28	1	76/06/28	12	0	MNS	49001
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26278	76/06/28	1	76/06/28	12	0	MNS	49002
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26279	76/06/28	1	76/06/28	12	0	MNS	49003
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26280	76/06/28	1	76/06/28	12	0	MNS	49004
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26281	76/06/28	1	76/06/28	12	0	MNS	49005
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26282	76/06/28	1	76/06/28	12	0	MNS	49006
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26283	76/06/28	1	76/06/28	12	0	MNS	49007
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26284	76/06/28	1	76/06/28	12	0	MNS	49008
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26285	76/06/28	1	76/06/28	12	0	MNS	49009
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26286	76/06/28	1	76/06/28	12	0	MNS	49010
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26287	76/06/28	1	76/06/28	12	0	MNS	49011
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26288	76/06/28	1	76/06/28	12	0	MNS	49012
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26289	76/06/28	1	76/06/28	12	0	MNS	49013
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26290	76/06/28	1	76/06/28	12	0	MNS	49014
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26291	76/06/28	1	76/06/28	12	0	MNS	49015
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26293	76/06/28	1	76/06/28	12	0	MNS	49017
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26294	76/06/28	1	76/06/28	12	0	MNS	49018
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26295	76/06/28	1	76/06/28	12	0	MNS	49019
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26296	76/06/28	1	76/06/28	12	0	MNS	49020
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26297	76/06/28	1	76/06/28	12	0	MNS	49021
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26299	76/06/28	1	76/06/28	12	0	MNS	49023
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26300	76/06/28	1	76/06/28	12	0	MNS	49024
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26301	76/06/28	1	76/06/28	12	0	MNS	49025
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26302	76/06/28	1	76/06/28	12	0	MNS	49026
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26303	76/06/28	1	76/06/28	12	0	MNS	49027
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26304	76/06/28	1	76/06/28	12	0	MNS	49028
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26305	76/06/28	1	76/06/28	12	0	MNS	49029
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26306	76/06/28	1	76/06/28	12	0	MNS	49030
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26307	76/06/28	1	76/06/28	12	0	MNS	49031
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26308	76/06/28	1	76/06/28	12	0	MNS	49032
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26309	76/06/28	1	76/06/28	12	0	MNS	49033
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26310	76/06/28	1	76/06/28	12	0	MNS	49034
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26311	76/06/28	1	76/06/28	12	0	MNS	49035
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26312	76/06/28	1	76/06/28	12	0	MNS	49036
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26313	76/06/28	1	76/06/28	12	0	MNS	49037
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26314	76/06/28	1	76/06/28	12	0	MNS	49038
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26315	76/06/28	1	76/06/28	12	0	MNS	49039
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26316	76/06/28	1	76/06/28	12	0	MNS	49040
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26317	76/06/28	1	76/06/28	12	0	MNS	49041
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26318	76/06/28	1	76/06/28	12	0	MNS	49042
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26320	76/06/28	1	76/06/28	12	0	MNS	49044
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26321	76/06/28	1	76/06/28	12	0	MNS	49045
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26322	76/06/28	1	76/06/28	12	0	MNS	49046
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26323	76/06/28	1	76/06/28	12	0	MNS	49047
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26324	76/06/28	1	76/06/28	12	0	MNS	49048
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26325	76/06/28	1	76/06/28	12	0	MNS	49049
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26326	76/06/28	1	76/06/28	12	0	MNS	49050
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26327	76/06/28	1	76/06/28	12	0	MNS	49051
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26328	76/06/28	1	76/06/28	12	0	MNS	49052
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26329	76/06/28	1	76/06/28	12	0	MNS	49053
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26330	76/06/28	1	76/06/28	12	0	MNS	49054
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26331	76/06/28	1	76/06/28	12	0	MNS	49055
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26332	76/06/28	1	76/06/28	12	0	MNS	49056

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ISSUE	AK 1431-00	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26333	76/06/28	1	76/06/28	12	0	MNS	49057
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26334	76/06/28	1	76/06/28	12	0	MNS	49058
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26335	76/06/28	1	76/06/28	12	0	MNS	49059
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26336	76/06/28	1	76/06/28	12	0	MNS	49060
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26337	76/06/28	1	76/06/28	12	0	MNS	49061
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26338	76/06/28	1	76/06/28	12	0	MNS	49062
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26339	76/06/28	1	76/06/28	12	0	MNS	49063
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26340	76/06/28	1	76/06/28	12	0	MNS	49064
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26341	76/06/28	1	76/06/28	12	0	MNS	49065
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26342	76/06/28	1	76/06/28	12	0	MNS	49066
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26343	76/06/28	1	76/06/28	12	0	MNS	49067
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26344	76/06/28	1	76/06/28	12	0	MNS	49068
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26345	76/06/28	1	76/06/28	12	0	MNS	49069
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26346	76/06/28	1	76/06/28	12	0	MNS	49070
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26347	76/06/28	1	76/06/28	12	0	MNS	49071
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26348	76/06/28	1	76/06/28	12	0	MNS	49072
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26349	76/06/28	1	76/06/28	12	0	MNS	49073
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26350	76/06/28	1	76/06/28	12	0	MNS	49074
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26351	76/06/28	1	76/06/28	12	0	MNS	49075
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26352	76/06/28	1	76/06/28	12	0	MNS	49076
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26353	76/06/28	1	76/06/28	12	0	MNS	49077
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26354	76/06/28	1	76/06/28	12	0	MNS	49078
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26355	76/06/28	1	76/06/28	12	0	MNS	49079
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26357	76/06/28	1	76/06/28	12	0	MNS	49081
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26358	76/06/28	1	76/06/28	12	0	MNS	49082
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26359	76/06/28	1	76/06/28	12	0	MNS	49083
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26360	76/06/28	1	76/06/28	12	0	MNS	49084
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26361	76/06/28	1	76/06/28	12	0	MNS	49085
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26362	76/06/28	1	76/06/28	12	0	MNS	49086
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26363	76/06/28	1	76/06/28	12	0	MNS	49087
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26364	76/06/28	1	76/06/28	12	0	MNS	49088
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26365	76/06/28	1	76/06/28	12	0	MNS	49089
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26366	76/06/28	1	76/06/28	12	0	MNS	49090
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26367	76/06/28	1	76/06/28	12	0	MNS	49091
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26368	76/06/28	1	76/06/28	12	0	MNS	49092
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26369	76/06/28	1	76/06/28	12	0	MNS	49093
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26370	76/06/28	1	76/06/28	12	0	MNS	49094
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26371	76/06/28	1	76/06/28	12	0	MNS	49095
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26372	76/06/28	1	76/06/28	12	0	MNS	49096
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26373	76/06/28	1	76/06/28	12	0	MNS	49097
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26374	76/06/28	1	76/06/28	12	0	MNS	49098
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26375	76/06/28	1	76/06/28	12	0	MNS	49099
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26376	76/06/28	1	76/06/28	12	0	MNS	49100

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-01	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26377	76/10/11	1	76/10/11	12	0	MNS	49501
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26378	76/10/11	1	76/10/11	12	0	MNS	49502
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26379	76/10/11	1	76/10/11	12	0	MNS	49503
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26380	76/10/11	1	76/10/11	12	0	MNS	49504
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26381	76/10/11	1	76/10/11	12	0	MNS	49505
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26382	76/10/11	1	76/10/11	12	0	MNS	49506
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26383	76/10/11	1	76/10/11	12	0	MNS	49507
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26384	76/10/11	1	76/10/11	12	0	MNS	49508
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26385	76/10/11	1	76/10/11	12	0	MNS	49509
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26386	76/10/11	1	76/10/11	12	0	MNS	49510
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26387	76/10/11	1	76/10/11	12	0	MNS	49511
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29037	76/10/11	1	76/10/11	12	0	MNS	49512
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29036	76/10/11	1	76/10/11	12	0	MNS	49513
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29035	76/10/11	1	76/10/11	12	0	MNS	49514
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29034	76/10/11	1	76/10/11	12	0	MNS	49515
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29033	76/10/11	1	76/10/11	12	0	MNS	49516
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28949	76/10/11	1	76/10/11	12	0	MNS	49517
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28950	76/10/11	1	76/10/11	12	0	MNS	49518
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28951	76/10/11	1	76/10/11	12	0	MNS	49519
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28952	76/10/11	1	76/10/11	12	0	MNS	49520
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28953	76/10/11	1	76/10/11	12	0	MNS	49521
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28954	76/10/11	1	76/10/11	12	0	MNS	49522
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28955	76/10/11	1	76/10/11	12	0	MNS	49523
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28956	76/10/11	1	76/10/11	12	0	MNS	49524
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28957	76/10/11	1	76/10/11	12	0	MNS	49525
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28958	76/10/11	1	76/10/11	12	0	MNS	49526
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28959	76/10/11	1	76/10/11	12	0	MNS	49527
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28960	76/10/11	1	76/10/11	12	0	MNS	49528
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28961	76/10/11	1	76/10/11	12	0	MNS	49529
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28962	76/10/11	1	76/10/11	12	0	MNS	49530
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28963	76/10/11	1	76/10/11	12	0	MNS	49531
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28964	76/10/11	1	76/10/11	12	0	MNS	49532
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28965	76/10/11	1	76/10/11	12	0	MNS	49533
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28966	76/10/11	1	76/10/11	12	0	MNS	49534
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28967	76/10/11	1	76/10/11	12	0	MNS	49535
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28968	76/10/11	1	76/10/11	12	0	MNS	49536
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28969	76/10/11	1	76/10/11	12	0	MNS	49537
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28970	76/10/11	1	76/10/11	12	0	MNS	49538
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28971	76/10/11	1	76/10/11	12	0	MNS	49539
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28972	76/10/11	1	76/10/11	12	0	MNS	49540
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28974	76/10/11	1	76/10/11	12	0	MNS	49542
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28975	76/10/11	1	76/10/11	12	0	MNS	49543
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28976	76/10/11	1	76/10/11	12	0	MNS	49544
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28977	76/10/11	1	76/10/11	12	0	MNS	49545
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28978	76/10/11	1	76/10/11	12	0	MNS	49546
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28979	76/10/11	1	76/10/11	12	0	MNS	49547
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28980	76/10/11	1	76/10/11	12	0	MNS	49548
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28981	76/10/11	1	76/10/11	12	0	MNS	49549
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28982	76/10/11	1	76/10/11	12	0	MNS	49550
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28983	76/10/11	1	76/10/11	12	0	MNS	49551
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28984	76/10/11	1	76/10/11	12	0	MNS	49552
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28985	76/10/11	1	76/10/11	12	0	MNS	49553
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28986	76/10/11	1	76/10/11	12	0	MNS	49554

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-01	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28987	76/10/11	1	76/10/11	12	0	MNS	49555
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28988	76/10/11	1	76/10/11	12	0	MNS	49556
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28989	76/10/11	1	76/10/11	12	0	MNS	49557
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28990	76/10/11	1	76/10/11	12	0	MNS	49558
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28991	76/10/11	1	76/10/11	12	0	MNS	49559
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28992	76/10/11	1	76/10/11	12	0	MNS	49560
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28993	76/10/11	1	76/10/11	12	0	MNS	49561
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28994	76/10/11	1	76/10/11	12	0	MNS	49562
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28995	76/10/11	1	76/10/11	12	0	MNS	49563
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28996	76/10/11	1	76/10/11	12	0	MNS	49564
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28997	76/10/11	1	76/10/11	12	0	MNS	49565
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28998	76/10/11	1	76/10/11	12	0	MNS	49566
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28999	76/10/11	1	76/10/11	12	0	MNS	49567
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29000	76/10/11	1	76/10/11	12	0	MNS	49568
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29001	76/10/11	1	76/10/11	12	0	MNS	49569
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29002	76/10/11	1	76/10/11	12	0	MNS	49570
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29003	76/10/11	1	76/10/11	12	0	MNS	49571
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29004	76/10/11	1	76/10/11	12	0	MNS	49572
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29005	76/10/11	1	76/10/11	12	0	MNS	49573
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29006	76/10/11	1	76/10/11	12	0	MNS	49574
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29007	76/10/11	1	76/10/11	12	0	MNS	49575
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29008	76/10/11	1	76/10/11	12	0	MNS	49576
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29009	76/10/11	1	76/10/11	12	0	MNS	49577
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29010	76/10/11	1	76/10/11	12	0	MNS	49578
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29011	76/10/11	1	76/10/11	12	0	MNS	49579
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29013	76/10/11	1	76/10/11	12	0	MNS	49581
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29014	76/10/11	1	76/10/11	12	0	MNS	49582
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29015	76/10/11	1	76/10/11	12	0	MNS	49583
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29016	76/10/11	1	76/10/11	12	0	MNS	49584
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29017	76/10/11	1	76/10/11	12	0	MNS	49585
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29018	76/10/11	1	76/10/11	12	0	MNS	49586
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29019	76/10/11	1	76/10/11	12	0	MNS	49587
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29020	76/10/11	1	76/10/11	12	0	MNS	49588
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29021	76/10/11	1	76/10/11	12	0	MNS	49589
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29022	76/10/11	1	76/10/11	12	0	MNS	49590
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29023	76/10/11	1	76/10/11	12	0	MNS	49591
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29025	76/10/11	1	76/10/11	12	0	MNS	49593
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29026	76/10/11	1	76/10/11	12	0	MNS	49594
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29027	76/10/11	1	76/10/11	12	0	MNS	49595
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29028	76/10/11	1	76/10/11	12	0	MNS	49596
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29029	76/10/11	1	76/10/11	12	0	MNS	49597
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29030	76/10/11	1	76/10/11	12	0	MNS	49598
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29031	76/10/11	1	76/10/11	12	0	MNS	49599
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29032	76/10/11	1	76/10/11	12	0	MNS	49600

COLLATERAL LISTING
 CH(R6497FSU) AS OF JULY 31, 1984

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1826-00	* TANK-210CI	ROHM & HAAS CO	35834	78/08/10	5	80/02/07	5	0	USLX	21640
		TANK-210CI	ROHM & HAAS CO	35833	78/08/10	5	80/02/07	5	0	USLX	21641
		TANK-210CI	ROHM & HAAS CO	35832	78/08/10	5	80/02/07	5	0	USLX	21642
		TANK-210CI	ROHM & HAAS CO	35831	78/08/10	5	80/02/07	5	0	USLX	21643

N=4

Total number of cars = 197

FIRST AMENDMENT
TO
SECURITY AGREEMENTOCT 5 1984 -10 20 AM
INTERSTATE COMMERCE COMMISSION

THIS FIRST AMENDMENT TO SECURITY AGREEMENT, dated as of September 10, 1984, between EVANS RAILCAR LEASING COMPANY (formerly United States Railway Equipment Co.), an Illinois corporation, with its principal offices at 2550 Golf Road, East Tower, Suite 1000, Rolling Meadows, Illinois 60008 (the "Debtor") and CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, a national banking association, 231 South LaSalle Street, Chicago, Illinois 60697 (the "Secured Party").

WITNESSETH:

WHEREAS, as security for its \$3,685,000 8-7/8 % Equipment Promissory Note, Issue AK, dated June 16, 1977, issued to the Secured Party, the Debtor has executed and delivered in favor of the Secured Party a Security Agreement, dated as of June 1, 1977, and recorded with the Interstate Commerce Commission (the "ICC") on June 10, 1977 under Recordation No. 8857 (as from time to time now or hereafter amended, renewed, extended or otherwise modified, the "Security Agreement"; terms used herein and not otherwise defined herein shall have the same meaning as therein); and

WHEREAS, the Debtor has issued to the Secured Party the following promissory notes (as from time to time now or hereafter amended, renewed, extended or otherwise modified, the "Additional Notes") pursuant to the following agreements:

- (i) \$10,000,000 10-1/2% Equipment Promissory Note, Issue AH, dated June 14, 1977, pursuant to a Loan Agreement, dated as of May 1, 1977, and secured by a Chattel Mortgage (Railroad Equipment Security Agreement), dated as of May 1, 1977 and recorded with the ICC on June 10, 1977 under Recordation No. 8851, and by Assignments of Leases, dated as of May 1, 1977 and recorded with the ICC on June 10, 1977 under Recordation Nos. 8851-A, 8851-B and 8851-C, respectively;
- (ii) \$2,175,000 9% Equipment Promissory Note, Issue AQ, dated September 23, 1977, pursuant to a Loan Agreement, dated as of August 1, 1977, and secured by a

Security Agreement, dated as of August 1, 1977 and recorded with the ICC on September 21, 1977 under Recordation No. 9007;

(iii) \$1,950,000 8-7/8% Equipment Promissory Note, Issue AN, dated September 23, 1977, pursuant to a Loan Agreement, dated as of August 1, 1977, and secured by a Security Agreement, dated as of August 1, 1977 and recorded with the ICC on September 21, 1977 under Recordation No. 9008;

(iv) \$2,500,000 9-3/8% Equipment Promissory Note, Issue AR, dated April 26, 1978, pursuant to a Loan Agreement, dated as of April 1, 1978, and secured by a Security Agreement, dated as of April 1, 1978 and recorded with the ICC on April 25, 1978 under Recordation No. 9341;

(v) \$2,000,000 9-3/8% Equipment Promissory Note, Issue AP, dated April 26, 1978, pursuant to a Loan Agreement, dated April 1, 1978, and secured by a Security Agreement, dated as of April 1, 1978 and recorded with the ICC on April 25, 1978 under Recordation No. 9340; and

WHEREAS, the parties hereto wish to amend and supplement the Security Agreement so as to, among other things, expressly include the Additional Notes within the meaning of the "indebtedness hereby secured" (as defined in the Security Agreement) secured by the Security Agreement, and to revise certain provisions as to application of proceeds and substitution of Cars;

NOW, THEREFORE, in consideration of the premises and the agreements herein contained and other good and valuable considerations, the Debtor and Secured Party agree as follows:

1. INCLUSION OF ADDITIONAL NOTES IN "INDEBTEDNESS HEREBY SECURED" AND IN "NOTE". The term "indebtedness hereby secured" when used herein or in the Security Agreement shall be deemed to include the Additional Notes and all obligations of the Debtor under and in connection with the Additional Notes, whether now or hereafter existing, however created, arising or evidenced, whether direct or indirect, absolute or contingent, or due or to become due, in addition to all the other items of the "indebtedness hereby secured" enumerated in the recitals to the Security Agreement. The term "Note" (as defined in the Security Agreement) when used in Section 3 of the Security

Agreement shall be deemed to mean all or any of the Note and the Additional Notes, as the Secured Party shall choose.

2. SUPPLEMENTS. Section 1.2 of the Security Agreement is hereby amended to add the following at the end thereof:

In addition, the Debtor shall, at its own expense:

(a) as to all Leases (with remaining terms in excess of three months) acquired or created after the date hereof, as to which the Secured Party may perfect its security interest therein granted pursuant to this Security Agreement by filing with the Interstate Commerce Commission, in the case of each such acquisition or creation, not later than ten (10) business days after the Debtor obtains rights therein, cause counterparts of a supplement to this Security Agreement, substantially in the form of Schedule II hereto (a "Supplement"), duly executed by the Debtor and describing such Leases in Schedule I thereto, to be delivered to the Secured Party and duly filed with the Interstate Commerce Commission; and

(b) as to all Cars listed on Schedule I hereto, as amended from time to time, not later than the fifth business day of each calendar month after any preceding calendar months in which there shall have occurred, since the date of the last Supplement executed pursuant to this clause (b), changes in reporting marks with respect to any of such Cars, cause counterparts of a Supplement, duly executed by the Borrower and describing all changes in reporting marks as to Cars listed in Schedule I hereto, as amended from time to time, since the date of the last Supplement executed pursuant to this Clause (b), to be duly filed with the Interstate Commerce Commission and delivered to the Secured Party.

The Security Agreement is hereby additionally amended to replace Schedule I thereto with Schedule I hereto and to add, as Schedule II thereto, Schedule II hereto.

3. APPLICATION OF PROCEEDS AND PREPAYMENTS. Section 2.1 of the Security Agreement is hereby amended to read as follows:

2.1. Without regard to whether an event of default under Section 3 hereof has occurred and is continuing, the Debtor agrees that it will, promptly upon receipt, pay over to the Secured Party all monies ("settlement monies") paid to it pursuant to any Lease as settlement for the loss, theft, destruction or damage beyond economical repair of any Car or Cars leased thereunder, which settlement monies shall be immediately applied by the Secured Party to the prepayment of the principal of the Note in inverse order of the principal installments coming due on the Note (as defined in the Security Agreement), and then to the prepayment of the principal of the Additional Notes in inverse order of the principal installments coming due on any of such Additional Notes, together with any accrued interest on such principal installments. From and after the date hereof the Debtor shall promptly transmit to the Secured Party any notice or information it receives concerning loss, theft, destruction or damage beyond economical repair to Cars covered by the Leases requiring settlement payment under the Leases. With respect to all Cars for which the Secured Party has received settlement monies paid to the Debtor as required by the Leases, the Secured Party shall execute and deliver to the Debtor, if requested, a release of the lien of this Security Agreement with respect to such Car or Cars.

The Security Agreement is hereby additionally amended by deleting Section 2.2 therefrom, and by re-numbering Section 2.3 as Section 2.2.

4. **RESTATEMENT AND RATIFICATION OF SECURITY AGREEMENT.** The Debtor hereby restates herein, and ratifies, approves and confirms in each and every respect, all of the terms, conditions and provisions contained in the Security Agreement, except as herein expressly amended.

5. **WARRANTIES, COVENANTS AND AGREEMENTS.** The warranties, covenants and agreements contained in the Security Agreement are hereby remade by the Debtor and (together with the remedies contained in the Security Agreement) are in full force and effect as of the date hereof and apply to all mortgaged property.

6. **MISCELLANEOUS.**

(a) All references to the Security Agreement in any other document shall hereafter be deemed to refer

to the Security Agreement as amended and supplemented hereby.

(b) This First Amendment has been executed in several counterparts, all of which are identical. Each counterpart shall for all purposes be deemed to be an original, and all such counterparts shall together constitute and be one and the same instrument.

(c) The indebtedness evidenced by the Note and the Additional Notes is a continuing indebtedness, and nothing herein or in any other document contained shall be construed to deem paid said Note, the Additional Notes or any of said indebtedness, or to release or terminate any mortgage, deed of trust, security agreement, assignment or any other lien securing said notes or any of said indebtedness.

(d) This First Amendment shall be governed by and construed in accordance with the internal laws of the State of Illinois.

IN WITNESS WHEREOF, the parties hereto have executed or caused to be executed this First Amendment to Security Agreement as of the day, month and year first above written.

EVANS RAILCAR LEASING COMPANY

By

C. Richard Barry
Vice President

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By

D. Randolph Hastings
Vice President

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 21st day of September, 1984, before me personally appeared C. Richard Barney me personally known, who being by me duly sworn, says that he is a Vice President of EVANS RAILCAR LEASING COMPANY, an Illinois corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Alice A. Lapala
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires Feb. 28th, 1987



STATE OF ILLINOIS)
)
COUNTY OF COOK) SS.

On this 3rd day of October, 1984, before me personally appeared Richard H. Heston to me personally known, who being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that the seal affixed to the foregoing instrument is the corporate seal of said association, that said instrument was signed and sealed on behalf of said association by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said association.

Barbara A. Van Stenpel
Notary Public

(NOTARIAL SEAL)

My Commission expires:

My Commission Expires July 25, 1987.

Schedule I

COLLATERAL LISTING
CM(R6499FSU) AS OF JULY 31, 1984

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-00	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26277	76/06/28	1	76/06/28	12	0	MNS	49001
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26278	76/06/28	1	76/06/28	12	0	MNS	49002
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26279	76/06/28	1	76/06/28	12	0	MNS	49003
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26280	76/06/28	1	76/06/28	12	0	MNS	49004
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26281	76/06/28	1	76/06/28	12	0	MNS	49005
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26282	76/06/28	1	76/06/28	12	0	MNS	49006
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26283	76/06/28	1	76/06/28	12	0	MNS	49007
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26284	76/06/28	1	76/06/28	12	0	MNS	49008
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26285	76/06/28	1	76/06/28	12	0	MNS	49009
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26286	76/06/28	1	76/06/28	12	0	MNS	49010
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26287	76/06/28	1	76/06/28	12	0	MNS	49011
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26288	76/06/28	1	76/06/28	12	0	MNS	49012
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26289	76/06/28	1	76/06/28	12	0	MNS	49013
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26290	76/06/28	1	76/06/28	12	0	MNS	49014
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26291	76/06/28	1	76/06/28	12	0	MNS	49015
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26293	76/06/28	1	76/06/28	12	0	MNS	49017
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26294	76/06/28	1	76/06/28	12	0	MNS	49018
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26295	76/06/28	1	76/06/28	12	0	MNS	49019
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26296	76/06/28	1	76/06/28	12	0	MNS	49020
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26297	76/06/28	1	76/06/28	12	0	MNS	49021
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26299	76/06/28	1	76/06/28	12	0	MNS	49023
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26300	76/06/28	1	76/06/28	12	0	MNS	49024
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26301	76/06/28	1	76/06/28	12	0	MNS	49025
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26302	76/06/28	1	76/06/28	12	0	MNS	49026
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26303	76/06/28	1	76/06/28	12	0	MNS	49027
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26304	76/06/28	1	76/06/28	12	0	MNS	49028
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26305	76/06/28	1	76/06/28	12	0	MNS	49029
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26306	76/06/28	1	76/06/28	12	0	MNS	49030
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26307	76/06/28	1	76/06/28	12	0	MNS	49031
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26308	76/06/28	1	76/06/28	12	0	MNS	49032
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26309	76/06/28	1	76/06/28	12	0	MNS	49033
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26310	76/06/28	1	76/06/28	12	0	MNS	49034
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26311	76/06/28	1	76/06/28	12	0	MNS	49035
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26312	76/06/28	1	76/06/28	12	0	MNS	49036
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26313	76/06/28	1	76/06/28	12	0	MNS	49037
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26314	76/06/28	1	76/06/28	12	0	MNS	49038
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26315	76/06/28	1	76/06/28	12	0	MNS	49039
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26316	76/06/28	1	76/06/28	12	0	MNS	49040
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26317	76/06/28	1	76/06/28	12	0	MNS	49041
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26318	76/06/28	1	76/06/28	12	0	MNS	49042
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26320	76/06/28	1	76/06/28	12	0	MNS	49044
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26321	76/06/28	1	76/06/28	12	0	MNS	49045
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26322	76/06/28	1	76/06/28	12	0	MNS	49046
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26323	76/06/28	1	76/06/28	12	0	MNS	49047
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26324	76/06/28	1	76/06/28	12	0	MNS	49048
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26325	76/06/28	1	76/06/28	12	0	MNS	49049
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26326	76/06/28	1	76/06/28	12	0	MNS	49050
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26327	76/06/28	1	76/06/28	12	0	MNS	49051
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26328	76/06/28	1	76/06/28	12	0	MNS	49052
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26329	76/06/28	1	76/06/28	12	0	MNS	49053
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26330	76/06/28	1	76/06/28	12	0	MNS	49054
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26331	76/06/28	1	76/06/28	12	0	MNS	49055
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26332	76/06/28	1	76/06/28	12	0	MNS	49056

COLLATERAL LISTING
CH(R6499FSU) AS OF JULY 31, 1984

7:34 FRIDAY, AUGUST 17, 1984 10

FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-00	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26333	76/06/28	1	76/06/28	12	0	MNS	49057
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26334	76/06/28	1	76/06/28	12	0	MNS	49058
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26335	76/06/28	1	76/06/28	12	0	MNS	49059
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26336	76/06/28	1	76/06/28	12	0	MNS	49060
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26337	76/06/28	1	76/06/28	12	0	MNS	49061
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26338	76/06/28	1	76/06/28	12	0	MNS	49062
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26339	76/06/28	1	76/06/28	12	0	MNS	49063
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26340	76/06/28	1	76/06/28	12	0	MNS	49064
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26341	76/06/28	1	76/06/28	12	0	MNS	49065
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26342	76/06/28	1	76/06/28	12	0	MNS	49066
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26343	76/06/28	1	76/06/28	12	0	MNS	49067
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26344	76/06/28	1	76/06/28	12	0	MNS	49068
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26345	76/06/28	1	76/06/28	12	0	MNS	49069
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26346	76/06/28	1	76/06/28	12	0	MNS	49070
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26347	76/06/28	1	76/06/28	12	0	MNS	49071
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26348	76/06/28	1	76/06/28	12	0	MNS	49072
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26349	76/06/28	1	76/06/28	12	0	MNS	49073
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26350	76/06/28	1	76/06/28	12	0	MNS	49074
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26351	76/06/28	1	76/06/28	12	0	MNS	49075
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26352	76/06/28	1	76/06/28	12	0	MNS	49076
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26353	76/06/28	1	76/06/28	12	0	MNS	49077
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26354	76/06/28	1	76/06/28	12	0	MNS	49078
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26355	76/06/28	1	76/06/28	12	0	MNS	49079
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26357	76/06/28	1	76/06/28	12	0	MNS	49081
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26358	76/06/28	1	76/06/28	12	0	MNS	49082
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26359	76/06/28	1	76/06/28	12	0	MNS	49083
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26360	76/06/28	1	76/06/28	12	0	MNS	49084
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26361	76/06/28	1	76/06/28	12	0	MNS	49085
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26362	76/06/28	1	76/06/28	12	0	MNS	49086
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26363	76/06/28	1	76/06/28	12	0	MNS	49087
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26364	76/06/28	1	76/06/28	12	0	MNS	49088
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26365	76/06/28	1	76/06/28	12	0	MNS	49089
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26366	76/06/28	1	76/06/28	12	0	MNS	49090
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26367	76/06/28	1	76/06/28	12	0	MNS	49091
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26368	76/06/28	1	76/06/28	12	0	MNS	49092
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26369	76/06/28	1	76/06/28	12	0	MNS	49093
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26370	76/06/28	1	76/06/28	12	0	MNS	49094
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26371	76/06/28	1	76/06/28	12	0	MNS	49095
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26372	76/06/28	1	76/06/28	12	0	MNS	49096
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26373	76/06/28	1	76/06/28	12	0	MNS	49097
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26374	76/06/28	1	76/06/28	12	0	MNS	49098
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26375	76/06/28	1	76/06/28	12	0	MNS	49099
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26376	76/06/28	1	76/06/28	12	0	MNS	49100

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-01	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26377	76/10/11	1	76/10/11	12	0	MNS	49501
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26378	76/10/11	1	76/10/11	12	0	MNS	49502
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26379	76/10/11	1	76/10/11	12	0	MNS	49503
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26380	76/10/11	1	76/10/11	12	0	MNS	49504
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26381	76/10/11	1	76/10/11	12	0	MNS	49505
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26382	76/10/11	1	76/10/11	12	0	MNS	49506
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26383	76/10/11	1	76/10/11	12	0	MNS	49507
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26384	76/10/11	1	76/10/11	12	0	MNS	49508
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26385	76/10/11	1	76/10/11	12	0	MNS	49509
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26386	76/10/11	1	76/10/11	12	0	MNS	49510
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	26387	76/10/11	1	76/10/11	12	0	MNS	49511
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29037	76/10/11	1	76/10/11	12	0	MNS	49512
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29036	76/10/11	1	76/10/11	12	0	MNS	49513
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29035	76/10/11	1	76/10/11	12	0	MNS	49514
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29034	76/10/11	1	76/10/11	12	0	MNS	49515
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29033	76/10/11	1	76/10/11	12	0	MNS	49516
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28949	76/10/11	1	76/10/11	12	0	MNS	49517
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28950	76/10/11	1	76/10/11	12	0	MNS	49518
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28951	76/10/11	1	76/10/11	12	0	MNS	49519
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28952	76/10/11	1	76/10/11	12	0	MNS	49520
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28953	76/10/11	1	76/10/11	12	0	MNS	49521
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28954	76/10/11	1	76/10/11	12	0	MNS	49522
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28955	76/10/11	1	76/10/11	12	0	MNS	49523
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28956	76/10/11	1	76/10/11	12	0	MNS	49524
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28957	76/10/11	1	76/10/11	12	0	MNS	49525
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28958	76/10/11	1	76/10/11	12	0	MNS	49526
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28959	76/10/11	1	76/10/11	12	0	MNS	49527
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28960	76/10/11	1	76/10/11	12	0	MNS	49528
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28961	76/10/11	1	76/10/11	12	0	MNS	49529
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28962	76/10/11	1	76/10/11	12	0	MNS	49530
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28963	76/10/11	1	76/10/11	12	0	MNS	49531
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28964	76/10/11	1	76/10/11	12	0	MNS	49532
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28965	76/10/11	1	76/10/11	12	0	MNS	49533
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28966	76/10/11	1	76/10/11	12	0	MNS	49534
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28967	76/10/11	1	76/10/11	12	0	MNS	49535
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28968	76/10/11	1	76/10/11	12	0	MNS	49536
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28969	76/10/11	1	76/10/11	12	0	MNS	49537
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28970	76/10/11	1	76/10/11	12	0	MNS	49538
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28971	76/10/11	1	76/10/11	12	0	MNS	49539
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28972	76/10/11	1	76/10/11	12	0	MNS	49540
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28974	76/10/11	1	76/10/11	12	0	MNS	49542
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28975	76/10/11	1	76/10/11	12	0	MNS	49543
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28976	76/10/11	1	76/10/11	12	0	MNS	49544
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28977	76/10/11	1	76/10/11	12	0	MNS	49545
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28978	76/10/11	1	76/10/11	12	0	MNS	49546
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28979	76/10/11	1	76/10/11	12	0	MNS	49547
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28980	76/10/11	1	76/10/11	12	0	MNS	49548
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28981	76/10/11	1	76/10/11	12	0	MNS	49549
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28982	76/10/11	1	76/10/11	12	0	MNS	49550
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28983	76/10/11	1	76/10/11	12	0	MNS	49551
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28984	76/10/11	1	76/10/11	12	0	MNS	49552
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28985	76/10/11	1	76/10/11	12	0	MNS	49553
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28986	76/10/11	1	76/10/11	12	0	MNS	49554

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1431-01	* BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28987	76/10/11	1	76/10/11	12	0	MNS	49555
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28988	76/10/11	1	76/10/11	12	0	MNS	49556
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28989	76/10/11	1	76/10/11	12	0	MNS	49557
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28990	76/10/11	1	76/10/11	12	0	MNS	49558
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28991	76/10/11	1	76/10/11	12	0	MNS	49559
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28992	76/10/11	1	76/10/11	12	0	MNS	49560
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28993	76/10/11	1	76/10/11	12	0	MNS	49561
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28994	76/10/11	1	76/10/11	12	0	MNS	49562
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28995	76/10/11	1	76/10/11	12	0	MNS	49563
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28996	76/10/11	1	76/10/11	12	0	MNS	49564
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28997	76/10/11	1	76/10/11	12	0	MNS	49565
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28998	76/10/11	1	76/10/11	12	0	MNS	49566
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	28999	76/10/11	1	76/10/11	12	0	MNS	49567
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29000	76/10/11	1	76/10/11	12	0	MNS	49568
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29001	76/10/11	1	76/10/11	12	0	MNS	49569
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29002	76/10/11	1	76/10/11	12	0	MNS	49570
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29003	76/10/11	1	76/10/11	12	0	MNS	49571
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29004	76/10/11	1	76/10/11	12	0	MNS	49572
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29005	76/10/11	1	76/10/11	12	0	MNS	49573
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29006	76/10/11	1	76/10/11	12	0	MNS	49574
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29007	76/10/11	1	76/10/11	12	0	MNS	49575
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29008	76/10/11	1	76/10/11	12	0	MNS	49576
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29009	76/10/11	1	76/10/11	12	0	MNS	49577
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29010	76/10/11	1	76/10/11	12	0	MNS	49578
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29011	76/10/11	1	76/10/11	12	0	MNS	49579
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29013	76/10/11	1	76/10/11	12	0	MNS	49581
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29014	76/10/11	1	76/10/11	12	0	MNS	49582
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29015	76/10/11	1	76/10/11	12	0	MNS	49583
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29016	76/10/11	1	76/10/11	12	0	MNS	49584
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29017	76/10/11	1	76/10/11	12	0	MNS	49585
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29018	76/10/11	1	76/10/11	12	0	MNS	49586
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29019	76/10/11	1	76/10/11	12	0	MNS	49587
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29020	76/10/11	1	76/10/11	12	0	MNS	49588
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29021	76/10/11	1	76/10/11	12	0	MNS	49589
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29022	76/10/11	1	76/10/11	12	0	MNS	49590
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29023	76/10/11	1	76/10/11	12	0	MNS	49591
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29025	76/10/11	1	76/10/11	12	0	MNS	49593
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29026	76/10/11	1	76/10/11	12	0	MNS	49594
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29027	76/10/11	1	76/10/11	12	0	MNS	49595
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29028	76/10/11	1	76/10/11	12	0	MNS	49596
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29029	76/10/11	1	76/10/11	12	0	MNS	49597
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29030	76/10/11	1	76/10/11	12	0	MNS	49598
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29031	76/10/11	1	76/10/11	12	0	MNS	49599
		BOX-XM	MINNEAPOLIS NORTHFIELD & SOUTHERN	29032	76/10/11	1	76/10/11	12	0	MNS	49600

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FINANCE AGREEMENT	LOT NUMBER	* CAR # TYPE	LESSEE NAME	INTERNAL I.D. NUMBER	MASTER LEASE DATE	SCHEDULE NUMBER	SCHEDULE DATE	TERM YEAR	TERM MONTH	PREFIX	CAR NUMBER
ISSUE	AK 1826-00	*	TANK-210CI ROHM & HAAS CO	35834	78/08/10	5	80/02/07	5	0	USLX	21640
			TANK-210CI ROHM & HAAS CO	35833	78/08/10	5	80/02/07	5	0	USLX	21641
			TANK-210CI ROHM & HAAS CO	35832	78/08/10	5	80/02/07	5	0	USLX	21642
			TANK-210CI ROHM & HAAS CO	35831	78/08/10	5	80/02/07	5	0	USLX	21643

N=4

Total number of cars = 197

SCHEDULE II

FORM OF SUPPLEMENT TO SECURITY AGREEMENT

This is a SUPPLEMENT, dated as of _____, from EVANS RAILCAR LEASING COMPANY, an Illinois corporation (herein called the Borrower), to CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, (herein called the Bank).

W I T N E S S E T H

WHEREAS, the Borrower and the Bank have entered into a Security Agreement, dated as of _____, recorded with the Interstate Commerce Commission on _____, 19____ under Recordation No. _____ (herein, as amended or otherwise modified from time to time, called the Security Agreement), pursuant to which the Borrower has granted to the Bank a security interest in certain property of the Borrower (herein called the Collateral);

WHEREAS, pursuant to the terms of the Security Agreement, the Borrower is required to execute and deliver this Supplement to the Security Agreement to the Bank;

NOW, THEREFORE, in consideration of the premises, all financial accommodations now or hereafter granted by the Bank to the Borrower, the Borrower agrees as follows:

[1. Schedule I to the Security Agreement is hereby amended by adding thereto, in substitution, if applicable, for any Leases heretofore but no longer pledged pursuant to the Security Agreement, the Leases described on Schedule 1 hereto (the Scheduled Collateral) in which Scheduled Collateral a security interest is hereby granted on the same terms and conditions as stated in the Recitals to the Security Agreement and which Scheduled Collateral is and shall be, effective as of the date hereof, Collateral under the Security Agreement and governed in all respects by the terms hereof.]* /

[1. Schedule I to the Security Agreement is hereby amended, with respect to the Cars described on Schedule 1 hereto, to correct the references to the car reporting marks for such Cars, as shown on said

* / Insert for addition of Leases.

Schedule 1, which reporting marks have been changed as permitted by the Leases for such Cars.]*/

2. This Supplement shall be governed by and construed in accordance with the internal laws of the State of Illinois.

IN WITNESS WHEREOF, this Supplement has been duly executed as of the date first above written.

EVANS RAILCAR LEASING COMPANY

By _____
Title: Vice President

ACCEPTED:

CONTINENTAL ILLINOIS NATIONAL BANK
AND TRUST COMPANY OF CHICAGO

By _____
Vice President

* / Insert for changes in car reporting marks.

GIVEN under my hand and notarial seal this ____ day of
____, 19__.

Notary Public

SCHEDULE 1 TO
SUPPLEMENT TO SECURITY AGREEMENT

Description of Equipment
and Leases/and Receivables

<u>Type of Equipment</u>	<u>Car Reporting Mark*/</u>	<u>Car Iden- tification Number</u>	<u>Lessee*/</u>	<u>Date of Lease*/</u>	<u>Lease Term (Yrs.)*/</u>	<u>Net Book Value as of</u>
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*/ Subject to change from time to time.